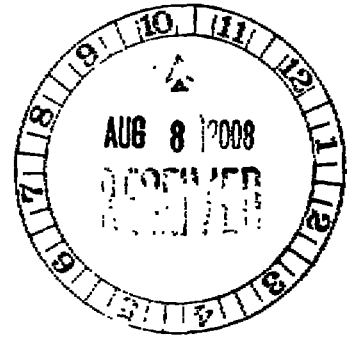


RECORDATION NO. 27328 A FILED

AUG 08 '08

12-26 PM

SURFACE TRANSPORTATION BOARD



FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

August 6, 2008

Ms. Anne K. Quinlan
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20024
Attn: Recordation of Railroad Equipment

Re: Memorandum of Termination of Lease

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Termination of Lease dated August 6, 2008, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Memorandum of Lease which was duly filed on December 28, 2007 at 4:15 p.m. with the Surface Transportation Board under Recordation Number 27328. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: The Detroit Edison Company
2000 Second Ave
Detroit, MI 48226

The enclosed document is for one hundred twelve (112) 4400 cu. ft. gondola cars having GEAX and GEMX marks (see Exhibit A for car numbers) which has been terminated in all respects and is no longer covered under the Lease.

A short summary of the document to appear in the index follows: **Memorandum of Termination of Lease**

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,

A handwritten signature in dark ink, appearing to read 'Marcia Dunne', with a long, sweeping horizontal line extending to the right.

Marcia Dunne
Sr. Rail Documentation Specialist

Enclosures
(11/11/08)

MEMORANDUM OF TERMINATION OF LEASE

This MEMORANDUM OF TERMINATION OF LEASE (the "Memorandum") is made by First Union Rail Corporation, a North Carolina corporation (the "Lessor"), on the date hereunder and pertains to that certain Lease Agreement dated June 30, 2004, and Rider No. 7, dated June 30, 2004 (collectively, the "Lease Documents"), between Lessor, as successor in interest to General Electric Railcar Services Corporation, and The Detroit Edison Company (the "Lessee").

WITNESSETH:

WHEREAS, Lessor and Lessee entered into certain Lease Documents whereby Lessor leased to Lessee railcars (the "Equipment") as described in more particular on Schedule 1 attached hereto; and

WHEREAS, a Memorandum of Assignment of Lease dated December 28, 2007, between General Electric Railcar Services Corporation, as Seller, and First Union Rail Corporation, as Buyer, was filed with the Surface Transportation Board on December 28, 2007 at 4:15 p.m. under Recordation No. 27328, related to the Lease Documents and the Equipment leased thereunder; and

WHEREAS the Lease between Lessor and Lessee has terminated;

NOW, THEREFORE, the Lessor desiring to clarify the public record states as follows:

1. This Memorandum serves as notice that the Lease between Lessor and Lessee has been terminated in all respects.
2. Lessor wishes to record this Memorandum of Termination of Lease so as to release the lien with respect to the Equipment covered under the Lease.

IN WITNESS WHEREOF, First Union Rail Corporation, Lessor, has duly executed this Memorandum of Termination of Lease to be duly executed by its duly authorized representatives as of this 6th day of August, 2008.

[The remainder of this page has been intentionally left blank.]

FIRST UNION RAIL CORPORATION

ATTEST:

Susan Gorkulsky
[CORPORATE SEAL]

By: Richard F. Seymour
Name: RICHARD F. SEYMOUR
Title: VICE PRESIDENT SALES & MARKETING

STATE OF ILLINOIS)
COUNTY OF COOK) ss:

I, GEORGIA FREIBURGER a Notary Public of the County and State
aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and
acknowledged his due execution of the foregoing Memorandum of Termination of Lease.

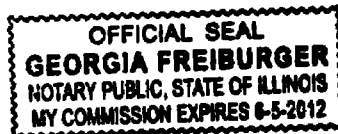
WITNESS my hand and official stamp or seal this 6th day of August, 2008.

[NOTARIAL SEAL]

Georgia Freiburger
Notary Public

My Commission Expires:

6-2012
(Notary Public)



SCHEDULE 1
Description of Equipment

<u>Unit</u>	<u>AAR</u>
<u>Count</u>	<u>Reporting Marks</u>
1	GEAX 11001
2	GEAX 11002
3	GEAX 11003
4	GEAX 11004
5	GEAX 11005
6	GEAX 11006
7	GEAX 11007
8	GEAX 11008
9	GEAX 11009
10	GEAX 11011
11	GEMX 11014
12	GEAX 11015
13	GEAX 11016
14	GEAX 11017
15	GFMX 11018
16	GEMX 11019
17	GEAX 11020
18	GEAX 11021
19	GEAX 11022
20	GEAX 11023
21	GEMX 11024
22	GEAX 11025
23	GEAX 11026
24	GEAX 11027
25	GEAX 11028
26	GEMX 11029
27	GEAX 11030
28	GEAX 11031
29	GEAX 11032
30	GEAX 11033
31	GFMX 11034
32	GEAX 11035
33	GFMX 11036
34	GEMX 11037
35	GEAX 11038
36	GEAX 11039
37	GEAX 11040
38	GEAX 11041
39	GEAX 11042
40	GEAX 11043
41	GEAX 11044
42	GFMX 11045
43	GEAX 11046
44	GEAX 11047
45	GEAX 11048
46	GEAX 11049
47	GEAX 11050
48	GEMX 11051
49	GEAX 11052
50	GEAX 11053

<u>Unit</u>	<u>AAR</u>
<u>Count</u>	<u>Reporting Marks</u>
51	GEAX 11054
52	GEAX 11055
53	GEAX 11056
54	GEAX 11057
55	GEMX 11058
56	GEAX 11059
57	GEAX 11060
58	GEMX 11061
59	GEAX 11062
60	GEAX 11063
61	GEAX 11064
62	GEMX 11065
63	GEMX 11066
64	GFMX 11067
65	GEMX 11068
66	GEAX 11069
67	GEAX 11070
68	GEAX 11071
69	GEMX 11072
70	GEAX 11073
71	GEMX 11074
72	GEAX 11075
73	GEAX 11076
74	GEAX 11078
75	GEAX 11079
76	GEAX 11080
77	GEAX 11081
78	GEAX 11082
79	GEAX 11083
80	GEAX 11084
81	GEAX 11085
82	GEAX 11086
83	GEMX 11087
84	GEMX 11088
85	GEAX 11089
86	GEAX 11090
87	GEAX 11091
88	GEAX 11092
89	GEAX 11093
90	GEMX 11094
91	GEAX 11095
92	GEAX 11097
93	GEAX 11099
94	GEAX 11100
95	GEAX 11101
96	GEAX 11102
97	GEAX 11104
98	GEAX 11105
99	GEMX 11106
100	GEAX 11107

<u>Unit</u>	<u>AAR</u>
<u>Count</u>	<u>Reporting Marks</u>
101	GEAX 11108
102	GEAX 11109
103	GEAX 11110
104	GEAX 11111
105	GEAX 11112
106	GEAX 11113
107	GEAX 11114
108	GEMX 11115
109	GEAX 11116
110	GEMX 11117
111	GEAX 11119
112	GEAX 11120